

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Worlds Apart Limited		09/14/2004	CORPORATION: UNITED KINGDOM

RECEIVING PARTY DATA

Name:	Spin Master Toys Far East Limited
Street Address:	77 Mody Road
Internal Address:	Unit 1020, 10th Floor, Chinachem Golden Plaza
City:	Tsimshatsui East, Kowloon
State/Country:	HONG KONG
Entity Type:	CORPORATION: HONG KONG

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	76541739	ROOM IN A BOX
Registration Number:	2852918	READY ROOM
Serial Number:	78421128	DREAMZONE
Serial Number:	76407465	MIDNIGHT MADNESS
Serial Number:	76506722	READY
Serial Number:	76504019	COZY WRAP
Serial Number:	78362881	JUST ADD AIR
Serial Number:	78377168	AIRTIGHT TECHNOLOGY THAT'S TOUGH TO BEAT!
Registration Number:	2665575	READYBED
Serial Number:	78447680	PACK & PLAYMATES

CORRESPONDENCE DATA

Fax Number: (212)972-5487

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-687-2770

TRADEMARK

REEL: 002943 FRAME: 0634

900013219

CH \$265.00 76541739

Email: docket@cplplaw.com
Correspondent Name: Cohen, Pontani, Lieberman & Pavane
Address Line 1: 551 Fifth Avenue
Address Line 2: Suite 1210
Address Line 4: New York, NEW YORK 10176

ATTORNEY DOCKET NUMBER:

5369-21

DOMESTIC REPRESENTATIVE

Name: Cohen, Pontani, Lieberman & Pavane
Address Line 1: 551 Fifth Avenue
Address Line 2: Suite 1210
Address Line 4: New York, NEW YORK 10176

NAME OF SUBMITTER:

Edward M. Weisz

Total Attachments: 2

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TRADEMARK ASSIGNMENT

WHEREAS, WORLDS APART LIMITED (the "Assignor"), a corporation incorporated under the laws of England and Wales with a principal place of business at Union Court 20 Union Road, London, England, SW4 6JP, is the registered proprietor or applicant (as applicable) of the United States trademarks (the "Marks") set out in Schedule A hereof;

AND WHEREAS SPIN MASTER TOYS FAR EAST LIMITED, (hereinafter the "Assignee") having a principal office or place of business at Unit 1020, 10th Floor, Chinachem Golden Plaza, 77 Mody Road, Tsimshatsui East, Kowloon, Hong Kong ("Assignee") has agreed pursuant to an Asset Purchase Agreement dated the 9th of September 2004 ("the Asset Purchase Agreement") to purchase and accept from Assignor, and Assignor has agreed to transfer, sell and convey to Assignee, all of Assignor's right, title and interest in and to the Marks and in the goodwill symbolized by the Marks in the United States, Mexico, Canada, Puerto Rico, the US Virgin Islands and the Turks & Caicos (the "North American Territory").

NOW, THEREFORE, Assignor for good and valuable consideration hereby conveys, transfers, assigns, delivers, and contributes to Assignee all of the Assignor's right, title, and interest in and to the Marks, together with (i) all of the Assignor's right, title and interest in goodwill attached to the Marks in the United States (ii) all of the Assignor's rights to sue for past present and future infringements or misappropriations of the Marks in the United States (iii) all of the Assignor's right, title and interest in and to the registrations and applications for registration in the United States, set out in Schedule A and (iv) all of the Assignor's rights in the trade dress, labels, and designs associated with the Marks in the North American Territory;

IN WITNESS WHEREOF, the parties have duly executed and delivered this Trademark Assignment as of this 14 day of September, 2004.

ASSIGNOR

WORLDS APART LIMITED

Per: 

Name: S. BIRCHAM

Office: DIRECTOR

(I have the authority to bind the Corporation)

TRADEMARK

REEL: 002943 FRAME: 0636

SCHEDULE A
Trade Marks

<i>US Mark</i>	<i>Registration No. or Application No.</i>
Room in a Box	App. No. 76541739
Ready Room	Reg. No. 2852918
DreamZone	App. No. 78421128
Midnight Madness	App. No. 76407465
Ready	App. No. 76506722
Cozy Wrap	App. No. 76504019
Just Add Air	App. No. 78362881
Airtight Technology That's Tough to Beat!	App. No. 78377168
ReadyBed/ Ready Bed	Reg. No. 2665575
Pack & Play Playmates	App. No. 78447680